

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

CAMBRIDGE PLACE INVESTMENT
MANAGEMENT, INC.

Plaintiff,

v.

MORGAN STANLEY & CO., INC., ET
AL.

Defendants.

CASE NO. 10-cv-11376

**REQUEST FOR LEAVE FOR
WITHDRAWAL AND
SUBSTITUTION OF COUNSEL.**

(Superior Court of the Commonwealth of
Massachusetts for Suffolk County Case
No. 10-2741)

Pursuant to Local Rule 83.5.2(c), Defendant FBR Capital Markets & Co. (“FBR”), through undersigned counsel, hereby requests an order permitting its counsel of record, Williams & Connolly LLP and Nelson, Mullins, Riley & Scarborough, LLP (“Nelson Mullins”), to withdraw as counsel in the above-captioned matter and substituting the law firms of Stradley Ronon Stevens & Young LLP (“Stradley Ronon”), O’Connor, Carnathan and Mack LLC (“O’Connor Carnathan”), Hunton & Williams LLP, and Cooke, Clancy & Gruenthal, LLP (“Cooke Clancy”) as counsel of record for FBR as described herein. A proposed order granting such leave is attached.

Counsel of record Margaret A. Keeley and James H. Weingarten of Williams & Connolly LLP and William T. Hogan III of Nelson Mullins respectfully request leave to withdraw from this matter and will no longer appear on behalf of FBR in this matter.

In lieu of said counsel, FBR has retained Stradley Ronon and O’Connor Carnathan to represent it as to all claims regarding the POPLR 2005-5 certificates. Messrs. John J. Murphy III

and Thomas W. Dymek of Stradley Ronon and Mr. Sean T. Carnathan of O'Connor Carnathan have already entered appearances in this matter on behalf of defendant Popular ABS, Inc.

FBR has further retained Hunton & Williams and Cooke Clancy to represent it as to all claims regarding the FBRSI 2005-5 certificates. Messrs. Edward J. Fuhr, Eric H. Feiler, Matthew P. Bosher, and Trevor S. Cox of Hunton & Williams and Mr. Kevin W. Clancy of Cooke Clancy have already entered appearances in this matter on behalf of defendant FBR Securitization, Inc.

FBR consents to this substitution of counsel and respectfully requests that the Court make all necessary changes to the Court's records and ECF system and direct all future communications to Stradley Ronon, O'Connor Carnathan, Hunton & Williams, and Cooke Clancy.

DATED: May 10, 2011

Respectfully submitted,

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Counsel for FBR Capital Markets & Co.

CERTIFICATE OF SERVICE

I certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (“NEF”) on May 10, 2011.

/s/ James H. Weingarten

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[PROPOSED] ORDER

Upon consideration of the Request for Leave for Withdrawal and Substitution of Counsel, and for good cause shown, the Request is hereby **GRANTED**.

IT IS FURTHER ORDERED THAT:

1. Leave is hereby granted for Williams & Connolly LLP and Nelson, Mullins, Riley & Scarborough, LLP to withdraw from their representation of FBR Capital Markets & Co. ("FBR") in the above-captioned matter;
2. Stradley Ronon Stevens & Young LLP ("Stradley Ronon") and O'Connor, Carnathan and Mack LLC ("O'Connor Carnathan") are hereby substituted as counsel of record for FBR as to all claims regarding the POPLR 2005-5 certificates;
3. Hunton & Williams LLP and Cooke, Clancy & Gruenthal, LLP ("Cooke Clancy") are hereby substituted as counsel of record for FBR as to all claims regarding the FBRSI 2005-5 certificates;
4. The clerk is directed to make all necessary changes to the Court's records and ECF system and direct all future communications to Stradley Ronon, O'Connor Carnathan, Hunton & Williams, and Cooke Clancy as counsel of record for FBR.

SO ORDERED, this __ day of May, 2011.

The Honorable Judith G. Dein
United States Magistrate Judge